



State of Vermont
Department of Public Service
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Montpelier, VT 05620-2601
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This letter and the enclosed filing have been filed electronically through ePUC.

July 31, 2018

Judith C. Whitney, Clerk
Vermont Public Utility Commission
112 State Street
Montpelier, VT 05620-2701

Re: **Docket No. 8880** - Joint Petition of NorthStar Decommissioning Holdings, LLC; NorthStar Nuclear Decommissioning Company, LLC; NorthStar Group Services, Inc.; LVI Parent Corporation; NorthStar Group Holdings, LLC; Entergy Nuclear Vermont Investment Company, LLC; and Entergy Nuclear Operations, Inc., and any other necessary affiliated entities to transfer ownership of Entergy Nuclear Vermont Yankee, LLC and for certain ancillary approvals, pursuant to 30 V.S.A. §§ 107, 231, and 232

Dear Ms. Whitney:

Enclosed is an amendment to the Memorandum of Understanding (“MOU”) that was filed in Docket 8880 on March 2, 2018. The amendment changes the date in Paragraph 13 of the MOU from July 31, 2018, to October 31, 2018. A conforming change is being made to the corresponding provision (Paragraph 13) of the Settlement Agreement among the MOU parties.

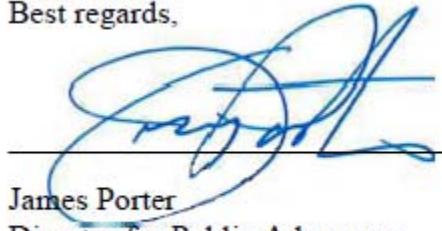
The date change was prompted primarily due to the anticipated sequencing of the Public Utility Commission (the “Commission”) and Nuclear Regulatory Commission (“NRC”) decisions. In its “Procedural Order Re: Postponement of Decision on Joint Petition Pending Ruling by Nuclear Regulatory Commission,” dated July 6, 2018, the Commission advised the parties of its plan to postpone its decision until after the NRC issues a ruling with respect to the proposed transfer of the applicable NRC license.

The Settlement Agreement requires all parties to withdraw hearing requests and intervention petitions submitted to the NRC in connection with the Joint Petitioners’ license transfer application. The deadline for submitting withdrawal notices was tied to the timeline established in Paragraph 13 of both the MOU and Settlement Agreement (i.e., notices must be submitted within a defined period of time after either: (1) Commission issuance of a decision, or (2) July 31, 2018). Since the Commission will not issue its decision until after July 31, 2018, the parties seek to modify the deadline set in Paragraph 13. This narrow amendment mitigates the risk that parties who have sought to participate in the NRC proceeding would be forced to withdraw prematurely, without extending the timelines for issuance of either the NRC or the Commission decision.

The date amendment does not reflect any change in the parties' commitment to the unaltered terms of the MOU. The parties stand by those commitments and the positions expressed in legal briefing submitted in this docket.

Thank you for your attention to this matter.

Best regards,

A handwritten signature in blue ink, appearing to read "James Porter", is written over a horizontal line.

James Porter
Director for Public Advocacy
Vermont Department of Public Service

Enclosure

cc: ePUC Service

AGREEMENT

This Agreement (“Agreement”) is entered into by and between Entergy Nuclear Vermont Yankee, LLC (“ENVY”); Entergy Nuclear Vermont Investment Company, LLC (“ENVIC”), Entergy Nuclear Operations, Inc. (“ENOI”) (together, “Entergy”); NorthStar Decommissioning Holdings, LLC; NorthStar Group Holdings, LLC; NorthStar Nuclear Decommissioning Company, LLC (“NorthStar NDC”); NorthStar Group Services, Inc., LVI Parent Corp.; (together, “NorthStar”), the Vermont Department of Public Service (“DPS”), the Vermont Attorney General’s Office (“AGO”), the Vermont Agency of Natural Resources (“ANR”), the Vermont Department of Health (“VDH”), the Elnu Abenaki Tribe, the Abenaki Nation of Missisquoi, Windham Regional Commission, the New England Coalition on Nuclear Pollution, Inc., and the Town of Vernon Planning and Economic Development Commission (collectively, “the Parties”).

WHEREAS, on March 2, 2018, the Parties entered into a Memorandum of Understanding (“MOU”) and a separate Settlement Agreement that all Parties except the AGO joined in full, and which the AGO joined as to certain provisions, including Paragraph 13.

WHEREAS, Paragraph 13 of the MOU reads:

“In the event that the PUC issues an order that does not approve the Proposed Transaction, or has not issued an order by July 31, 2018 that approves the Proposed Transaction, incorporates the terms and conditions of this MOU substantially in their entirety, and does not contain terms or conditions that materially alter, materially add to, or materially reject what is provided for by the MOU, each Party agrees that any Party may withdraw from the MOU. If any Party so determines in its sole discretion under these circumstances to withdraw, it shall provide written notice within ten (10) days of July 31, 2018, or the date the PUC issues its order, whereupon the withdrawing Party shall not be bound by the terms or conditions of the MOU and shall be placed in the position that it occupied before entering into this MOU.”

WHEREAS, Paragraph 13 of the Settlement Agreement reads:

“In the event that the PUC issues an order that does not approve the Proposed Transaction, or has not issued an order by July 31, 2018 that approves the Proposed Transaction, incorporates the terms and conditions of this Agreement substantially in their entirety, and does not contain terms or conditions that materially alter, materially add to, or materially reject what is provided for by the Agreement, each Party agrees that any Party may withdraw from the Agreement. If any Party so determines in its sole discretion under these circumstances to withdraw, it shall provide written notice within ten (10) days of July 31, 2018, or the date the PUC issues its order, whereupon the withdrawing Party shall not be bound by the terms or conditions of the Agreement and shall be placed in the position that it occupied before entering into this Agreement.”

WHEREAS, since the signing of the MOU and Settlement Agreement, the PUC announced on July 6, 2018, that it would not issue a final order in Docket 8880 until after the NRC issues a final order on the license transfer application.

WHEREAS, the Parties desire to extend the date in Paragraph 13 in light of this subsequent development.

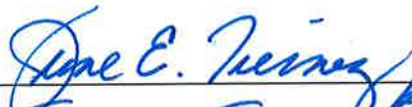
NOW, therefore, the Parties agree as follows:

1. Paragraph 13 of the MOU and the Settlement Agreement is amended to replace “July 31, 2018,” with “October 31, 2018.”
2. This Agreement is effective as of the date of its signing by all Parties and, if signed after July 31, 2018, shall be retroactive to July 31, 2018.

[Signature pages follow]

IN WITNESS WHEREOF, the Parties below enter into this Agreement as a sealed instrument. Each person signing this Agreement represents and warrants that he or she has been duly authorized to enter into this Agreement by the Party on whose behalf it is indicated that the person is signing.

VERMONT DEPARTMENT OF PUBLIC SERVICE

By: 
Name: June E. Tierney by Jim Porter
Title: COMMISSIONER
Date: July 31, 2018

VERMONT AGENCY OF NATURAL RESOURCES

By: 

Name: Julia S. Moore

Title: Secretary

Date: 07/30/18

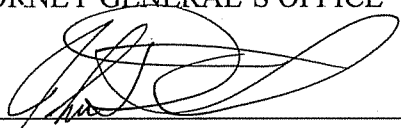
VERMONT ATTORNEY GENERAL'S OFFICE

By: _____

Name: _____

Title: _____

Date: _____



Joshua R. Diamond

Deputy Attorney General

7/30/18

VERMONT DEPARTMENT OF HEALTH

By: 

Name: Mark A. Levine

Title: Commissioner

Date: July 30, 2018

ENTERGY NUCLEAR VERMONT YANKEE, LLC

By: 

Name:

PAUL PARADIS

Title:

PRESIDENT

Date:

7-30-18

ENTERGY NUCLEAR VERMONT INVESTMENT COMPANY, LLC

By: 

Name:

PAUL PARADIS

Title:

PRESIDENT

Date:

7-30-18

ENTERGY NUCLEAR OPERATIONS, INC.

By: _____

Name: _____

Title: _____

Date: _____

ENTERGY NUCLEAR VERMONT YANKEE, LLC

By: _____

Name: _____

Title: _____

Date: _____

ENTERGY NUCLEAR VERMONT INVESTMENT COMPANY, LLC

By: _____

Name: _____

Title: _____

Date: _____

ENTERGY NUCLEAR OPERATIONS, INC.

By:  _____

Name: T. Michael Twomey

Title: Vice President

Date: July 30, 2018

NORTHSTAR DECOMMISSIONING HOLDINGS, LLC

By: Scott State

Name: Scott E. State

Title: CEO

Date: July 30, 2018

NORTHSTAR GROUP HOLDINGS, LLC

By: Scott State

Name: Scott E. State

Title: CEO

Date: July 30, 2018

NORTHSTAR NUCLEAR DECOMMISSIONING COMPANY, LLC

By: Scott State

Name: Scott E. State

Title: CEO

Date: July 30, 2018

NORTHSTAR GROUP SERVICES, INC.

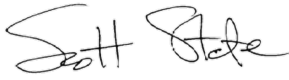
By: Scott State

Name: Scott E. State

Title: CEO

Date: July 30, 2018

LVI PARENT CORP.

By: _____

Name: Scott E. State

Title: CEO

Date: July 30, 2018

ELNU ABENAKI TRIBE

By: Richard Holschuh

Name: Richard Holschuh

Title: Elnu Abenaki Liaison

Date: July 28, 2018

ABENAKI NATION OF MISSISQUOI

By:



Name:

William J. Brotherton

Title:

Council Member

Date:

July 30, 2018

WINDHAM REGIONAL COMMISSION

By: _____

Name: _____ L. Christopher Campany

Title: _____ Executive Director

Date: _____ July 30, 2018

NEW ENGLAND COALITION ON NUCLEAR POLLUTION, INC.

By: James A. Dumont

Name: James A. Dumont

Title: Attorney for NEC

Date: July 31, 2018

TOWN OF VERNON PLANNING AND ECONOMIC DEVELOPMENT COMMISSION

By: Robert Spencer

Name: Robert Spencer

Title: Chair

Date: July 30, 2018